

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, May 5, 2022

**Held at University of Idaho Education Building (921 Campus Drive, Moscow, ID)
and virtually via ZOOM**

Present: Alice Ma (President), Ken Hart (Vice President), Cheyne Mayer (Secretary), Dulce Kersting-Lark (Treasurer), Isabel Barbuto, Julia Parker, Trish Hartzell, Candis Claiborn, Melinda Schab (GM), Adam Cunningham (Board Admin)

Facilitator: Erin Tomlin

Guests: Greg Meyer, Bill Beck, Chloe Rambo (Marketing Manager)

Absent: Rob Ely

Eight of nine directors present at the start of the meeting; a quorum is reached.

Alice called the meeting to order at 6:16 p.m.

OWNER COMMENT PERIOD The Owner Comment Period is a time for the Board to listen to Owner comments. The Board will, if requested, follow up after the meeting. There were no owners who wished to speak during the comment period.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Cheyne requested the addition of the board document availability procedure to the business agenda.

Motion to accept the consent agenda, **passed 8-0-0.**

Motion to accept the business agenda as presented, **passed 8-0-0.**

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 5.3.2022

Board-Owner Communication Committee (*internal action items kept separately*)

1. The Board-Owner Communication Committee will draft elevator speeches for the frequently asked questions in the Board-Owner Communication Plan.
2. The Board-Owner Communication Committee will finalize the mechanics of making GM and Board monitoring reports available to owners after meetings.
3. The Board-Owner Communication Committee will plan and execute a price comparison with other local grocery stores for comparable products.
4. BOCC will coordinate filming of Board members answering FAQs.
5. BOCC will discuss how advertisements for Board meetings can be adjusted to be in line with the communication plan's goals and prepare a recommendation.

Nominations and Elections (*internal action items kept separately*)

Policy & Bylaw (*internal action items kept separately*)

1. Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C10: Process for Distributing a Petition.
2. Policy & Bylaw will review the B policy monitoring schedule to consider adjusting January - April monitoring per the GM's request.
3. Policy & Bylaw will review Policy C3: Agenda Planning to add language about the Board multi-year strategic work plan back in.

Board Development Committee (*internal action items kept separately*)

1. The Board Development Committee will research how GM compensation is monitored in other food co-ops, (as part of reviewing Policy B6: Staff Treatment and Compensation, sub policy 5)
2. The Board Development Committee will continue to work on Cheyne's draft work plan
3. The Board Development Committee will add review of the Board multi-year strategic work plan to the Policy C3: Agenda Planning annual calendar
4. Consult with Thane re: GM evaluation policy (**added**)
5. (From Ad Hoc Handbook Comm)
 - a. Cheyne will send Adam the three documents he has updated.
 - b. Adam will make it so the FAQs doc link in the Drive takes you to a page that says "coming soon."
 - c. Adam will update broken links in Board handbook for articles listed

General

1. Melinda will research the survey tools available to us to research the public opinion of the Co-op
2. (*Removed*) The Board will discuss strategic planning of Bakehouse offerings during the April Board meeting

Parking Lot:

1. Conversation about staff interest in training and purchasing using discount.
2. Melinda will share the approximate percentage of conventional items available from the warehouses of both UNFI and KeHe. (*Revisit the action item once suppliers' product availability stabilizes*)
3. The Board Development Committee will discuss Director compensation.

Done

- ✓ BOCC will draft an explanation for keeping certain information and/or entire reports confidential on the Co-op website's Board Meetings & Minutes page
- ✓ BOCC will draft a note that Owners can request any documents they are interested in to be added to the Co-op website's Board Meetings & Minutes page and somewhere on Board meeting agendas

BUSINESS AGENDA

(GM) Policy Monitoring

Policy B3: Asset Protections

The Board reviewed Melinda's provided report. The Board asked clarifying questions. Motion to accept the monitoring report on Policy B3, **Passed 8-0-0.**

Policy B5: Treatment of Customers

The Board reviewed Melinda's provided report. The Board asked clarifying questions. Motion to accept the monitoring report on Policy B5, **passed 8-0-0.**

Policy B9: Emergency GM Succession

The Board reviewed Melinda's provided report. The Board asked clarifying questions. Motion to accept the monitoring report on Policy B9, **passed 8-0-0.**

Board Monitoring Reports

Policy D: Global Board-Management Connection

Policy D1: Unity of Control

Policy D2: Accountability of the GM

Policy D3: Delegation to the GM

Policy D4: Monitoring GM Performance

The Board reviewed and discussed the policy monitoring survey for the above policies.

The Board voted to accept the policy monitoring reports of Policy D, Policy D1, Policy D2, Policy D3, and Policy D4, with acknowledgement of noncompliance of Policy D4.6,, **passed 8-0-0.**

Spring Retreat

Retreat will be on June 18 from 9 a.m. to 4 p.m.

Potluck with Pullman Coop

The Board discussed potential collaborations in the future.

Annual Meeting

The Board discussed the Annual Meeting, held April 17 from 10 – 11:30 a.m. via Zoom.

Bill Beck joined the meeting during this discussion (at 7:18 p.m.).

Committee Check-in

The committee chairs briefly elaborated on their committee notes.

Board Development:

No additional updates.

Nominations and Elections:

No additional updates.

Board-Owner Communication:

Candis will join; Trish wants to join. Cheyne will discuss with Rob.

Policy and Bylaws:

Looking to meet this month.

General Manager (GM) FYI

[The General Manager’s FYI is available here.](#)

Melinda shared an overview of her provided FYI report and the Board asked clarifying questions.

Chocolate Time

Discussed inflation related impacts to Co-op.

Board-Owner Communication Plan

Board discussed assigned responsibilities based on action items in report.

Notes taken by Adam Cunningham (Board Admin)

Meeting adjourned at 7:48pm

Signature of the Board President

Date

Signature of the Board Secretary

Date